

11354-A

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD  
ALBERT H. GREENE  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE  
MILTON C. GRACE\*  
GEORGE JOHN KETO\*\*  
RICHARD N. BAGENSTOS

\* NOT A MEMBER OF D.C. BAR  
\*\* ALSO A MEMBER OF OHIO BAR

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006

March 21, 1980

RECORDATION NO. 11354-A  
Filed 1425

MAR 21 1980 - 2 45 PM  
INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
JESS LARSON  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440348 CDAA UI

0-081A065

No.

Date MAR 21 1980

Fee \$ 10.00

ICC Washington, D. C.

Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20434

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the rules and regulations thereunder is an Amendment to Lease and Management Agreement dated as of January 10, 1980.

The Lease and Management Agreement dated as of January 10, 1980 was duly filed and recorded at 11:45 a.m. on January 11, 1980 and assigned Recordation Number 11354.

A general description of the railroad equipment covered by the enclosed document is, as follows:

One hundred (100) 100-ton open-top triple pocket hopper cars bearing reporting marks and numbers PVS 1000-1099 inclusive.

The names and addresses of the parties to the enclosed document are:

LESSOR:

Funding Systems Railcars, Inc.  
1000 RIDC Plaza  
Pittsburgh, Pennsylvania 15238

LESSEE/MANAGER

Upper Merion & Plymouth Railroad  
Company  
P.O. Box 404  
Conshohocken, Pennsylvania 19428

RECEIVED  
MAR 21 2 43 PM '80  
FEE OPERATION BR.  
I.C.C.

7-11354-A - C.T. Kandler

Agatha L. Mergenovich, Secretary  
March 21, 1980  
Page Two

The undersigned is agent for the Lessor mentioned in the enclosed document for the purpose of submitting the enclosed document for recordation and has knowledge of the matters set forth therein.

Also enclosed is a remittance in the amount of \$10.00 in payment of the required recordation fee.

Very truly yours,

ALVORD AND ALVORD,  
as Agent

By Charles T. Kappler  
Charles T. Kappler

RECORDATION NO. 11355 Filed 1428

SEP 25 1987 -11 15 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

RECORDATION 354 Filed

SEP 25 1987 -11 15 AM

INTERSTATE COMMERCE COMMISSION

The undersigned, being duly appointed officers of NORTHBROOK CORPORATION, a Delaware corporation, formerly known as FUNDING SYSTEMS RAILCARS, INC., ("Northbrook") and NORTHWESTERN NATIONAL LIFE INSURANCE COMPANY, a Minnesota corporation ("Northwestern"), do hereby certify that the transactions contemplated by the Stipulation for Amended Agreed Order dated May 17, 1983 and the Amended Agreed Order dated May 25, 1983 allowing such sale were consummated on or about December 13, 1983. As a result of certain orders of the United States Bankruptcy Court for the Northern District of Illinois, Northwestern acquired railcars bearing reporting marks PVS1000 through PVS1099 free and clear of all claims, encumbrances, rights and security interests, including the security interests filed with the Interstate Commerce Commission which, to the best knowledge and belief of the undersigned, are filed under the recordation numbers listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed as of the 31<sup>st</sup> day of AUGUST, 1987.

NORTHBROOK CORPORATION, a Delaware corporation, formerly known as FUNDING SYSTEMS RAILCARS, INC.

By

JENNIS T. HUNT  
Its EXECUTIVE VICE PRESIDENT - FINANCE

ATTEST:

DONALD L. KILGORE

NORTHWESTERN NATIONAL LIFE INSURANCE COMPANY, a Minnesota corporation

By

DONALD M. FEROE  
Its Second Vice President - Securities

ATTEST:

Edward B. Kuchel

EXHIBIT A

ICC RECORDATION NUMBERS

11353  
11353-A  
11353-B  
11354  
11354-A  
11355  
11356  
11356-A  
11356-B  
11414  
14394

STATE OF ILLINOIS    )  
                              )    SS  
COUNTY OF C O O K    )

I, Carmen Montagano, a Notary Public in  
and for said County, in the State aforesaid, DO HEREBY CERTIFY  
that Dennis T. Hurst and \_\_\_\_\_  
\_\_\_\_\_, of the within named Northbrook Corporation,  
personally known to me to be the same persons whose names are  
subscribed to the foregoing instrument, as such Executive Vice President-Finance  
and \_\_\_\_\_, respectively, and to me personally known to be  
such officers of said corporation, appeared before me this day in  
person, and acknowledged that they signed and delivered the said  
instrument as their free and voluntary act and deed and as the free  
and voluntary act and deed of said corporation for the uses and  
purposes therein set forth; and that said Dennis T. Hurst did also  
then and there acknowledge that he, as custodian of the corporate  
seal of said corporation, did affix the said corporate seal of said  
corporation to the said instrument as his own free and voluntary act  
and deed and as the free and voluntary act and deed of the  
corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 13th day  
of August, 1987.

Carmen Montagano  
Notary Public

My Commission Expires:

My Commission Expires October 20, 1988

STATE OF Minnesota )  
COUNTY OF Anoka ) SS

I, Linda J. Napier, a Notary Public in  
and for said County, in the State aforesaid, DO HEREBY CERTIFY  
that Donald M. Terae and \_\_\_\_\_  
\_\_\_\_\_, of the within named Northwestern National Life  
Insurance Company, personally known to me to be the same persons  
whose names are subscribed to the foregoing instrument, as  
such 2nd Vice President and \_\_\_\_\_, respectively, and to me  
personally known to be such officers of said corporation, appeared  
before me this day in person, and acknowledged that they signed and  
delivered the said instrument as their free and voluntary act and  
deed and as the free and voluntary act and deed of said corporation  
for the uses and purposes therein set forth; and that  
said Donald M. Terae did also then and there acknowledge that he,  
as custodian of the corporate seal of said corporation, did affix  
the said corporate seal of said corporation to the said instrument  
as his own free and voluntary act and deed and as the free and  
voluntary act and deed of the corporation for the uses and purposes  
therein set forth.

GIVEN under my hand and notarial seal, this 31st day  
of August, 1987.

Linda J. Napier  
Notary Public

My Commission Expires: July 23, 1992

